

007071

STATE OF LOUISIANA

UNANIMOUS CONSENT AND RESOLUTION  
OF THE INCORPORATORS/DIRECTORS  
OF DEAN BOATS, INC.

PARISH OF ST. BERNARD

BEFORE ME, the undersigned Notary Public in and for the parish and state aforesaid and in the presence of the undersigned, competent witnesses, personally came and appeared:

DEAN BOATS, INC., represented by its duly authorized, undersigned president, Lynn B. Dean, authorized so to appear by virtue of a corporate resolution attached hereto and made part hereof;

LYNN B. DEAN, a person of full age and a resident of St. Bernard Parish, Louisiana, married but once and then to Jacqueline Miles, with whom he lives and resides at 1434 Colonel Drive, Chalmette, Louisiana, 70343, and the said JACQUELINE MILES DEAN, both appearing herein individually and as incorporators/directors of Dean Boats, Inc.;

NETTIE L. DEAN, a person of full age and a resident of St. Bernard Parish, Louisiana, appearing herein as an incorporator/director of Dean Boats, Inc.;

MARVIN H. ACOSTA, a person of full age and a resident of St. Bernard Parish, Louisiana, appearing herein as an incorporator/director of Dean Boats, Inc.

Said parties declare that it was their intention to transfer by unanimous consent of the incorporators/directors of Dean Boats, Inc. that property more fully described in a transfer of real estate to Lynn B. Dean, dated and recorded March 31, 1989 at COB 1184, folio 741, under Entry No. 843349, records of Terrebonne Parish, Louisiana.

That to whatever extent the said document recorded aforesaid, entitled "Resolution of the Incorporators/Directors" may have failed to accomplish the foregoing goal, the parties hereto do wish to ratify, affirm and correct the said document so that the property therein transferred becomes the property of Lynn B. Dean. Furthermore, the wife of the said Lynn B. Dean, Jacqueline Miles Dean, joins herein as both the spouse of the said Lynn B. Dean, to whom she was married at the time of the original transaction of March 31, 1989 and is still married to the said party, and who also appears as an

incorporator/director and who does ratify and affirm the said transaction.

The consideration for the subject transfer is to reimburse the said Lynn B. Dean for contributions to capital which he has made to Dean Boats, Inc., the said contributions to capital being equal in value to the property which was transferred at COB 1184, folio 741, said parties estimating that the subject property was worth \$1,336,407.50.

THUS DONE AND SIGNED in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole, on the 6th day of November, 1992.

## WITNESSES:

Derrill J. Riche  
DERRILL J. RICHE  
H.B. Wolfe  
H.B. WOLFE

DEAN BOATS, INC.

BY:

Lynn B. Dean  
LYNN B. DEAN, PRESIDENT

Lynn B. Dean  
LYNN B. DEAN

Jacqueline Miles Dean  
JACQUELINE MILES DEAN

Nettie L. Dean  
NETTIE L. DEAN

Marvin H. Acosta  
MARVIN H. ACOSTA

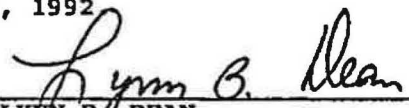
James M. Fudderburk  
NOTARY PUBLIC  
JAMES M. FUDDERBURK

RESOLUTION OF THE BOARD OF  
DIRECTORS OF DEAN BOATS, INC.

BE IT RESOLVED that Lynn B. Dean, the president of Dean Boats, Inc., be and he is hereby authorized by and on behalf of this corporation to sign any and all necessary documents, including transfers of real estate, declarations, ratifications, acts of correction and generally any and all documents so as to reimburse the said Lynn B. Dean for contributions to capital which he has made to this corporation, the said property being described as a certain tract of land located in Sections 12, 47, 101 and 104, T17S, R17E, Terrebonne Parish, Louisiana, more fully shown on a plat prepared by T. Baker Smith & Son, Inc. entitled "Chromalloy American Corporation, Chromalloy Natural Resources Division, Survey of Property in Sections 12, 47, 101 and 104, T17S, R17E, Terrebonne Parish, Louisiana, dated July 16, 1980, revised July 24, 1980."

BE IT FURTHER RESOLVED that said president, in his sole and uncontrolled discretion, may sign any and all documents containing any and all terms and conditions which the said president deems wise and necessary.

BE IT FURTHER RESOLVED that this resolution is done by the unanimous consent of all Incorporators/directors whose signatures appear below, adopted on March 31, 1989, and ratified and affirmed on November 2, 1992

  
LYNN B. DEAN

  
JACQUELINE MILES DEAN

  
NETTIE L. DEAN

  
MARVIN H. ACOSTA

SECRETARY'S CERTIFICATE

I HEREBY CERTIFY that the above and foregoing Resolution of the incorporators and board of directors of Dean Boats, Inc. was signed unanimously by the said incorporators and directors after notice and call, said meeting having been held March 31, 1989, and that the said Lynn B. Dean, Jacqueline Miles Dean, Nettie L. Dean and Marvin H. Acosta comprise all of the incorporators and members of the Board of Directors of this corporation.

*Nettie L. Dean*  
SECRETARY *NETTIE L. DEAN*  
NOVEMBER 2, 1992

FILED FOR RECORD  
JAN 14 1992  
TOLSON, D.C.

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*Kim A. Marcel*  
DEPUTY CLERK